FORM D

Mail Processing

Section

APR 28 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

TIMEGODALI IMITED OFFEDING EVEMPTION

1433	921
OMB APPR	IOVAL.
OMB Number:	3235-0076
Expires:	
Estimated average	ge burden

hours per response. 16.00

SEC USE ONLY Profix Senal DATE RECEIVED

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	□ nroe
Type of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) FDL Apartment, LLC	08049212
Address of Executive Offices (Number and Street, City, State, Zip Code) 140 A Rue Beauregard, Lafayette, LA 70508	Telephone Number (including Area Code) (337) 989-9908
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (ii' different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
	PROCESSED
	olease specify): MAY 0 2 2008

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be monually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

· ATTENTION ·

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

		A. BASIC I	DENTIFICATION DATA		
2 Enter the information is	equested for the fo	Howing:			
 Each promoter of 	the issuer, it the is	suer has been organized	within the past five years;		
Each beneficial ow	ner having the pov	ver to vote or dispose, or	direct the vote or disposition	1 of, 10% or more o	f a class of equity securities of the issu
• Each executive of	icer and director (of corporate issuers and	of corporate general and in:	inaging partners of	partnership issuers; and
Each general and a	nanaging partner o	of partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owne	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, a	f individual)				
Business or Residence Addre 140 A Rue Beauregard,			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owne	r 🔀 Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	í indivídual)				
Self, Thomas Claiborne					
Business or Residence Addre	-		Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Pariner
Full Name (Last name first, i FDL Management, LLC	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip	Code)		
140 A Rue Beauregard, L	afayette, LA 70.	508			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Nume (Last name first, i	f individual)			, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Business or Residence Addre	ss (Number and	Street, City, State, Zip	Code)		
Check Box(es) that Apply	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip (Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first, i	f individual)				
Business or Residence Addres	ss (Number and	Street, City, State, Zip (Code)		
Theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, il	individual)				
Business or Residence Addres	s (Number and	Street, City, State, Zip (Code)		
	(Use bla	ak sheet, or copy and us	e additional copies of this s	heet, as necessary)	<u> </u>

		- ,,			B. I	NFORMAT	ION ABOU	T OFFERI	NG				
4						.11	المدال مما		s alster after	ino?		Yes	No ea
1.	Has the	issuer sol	d, or does t			ell, to non-a n Appendix					.,	<u>:</u>	X
,	W/b =+ !=		num investi									s 10	0,000.00
2,	What is	ue minin	intu inaczn	nent mat v	viii de acce	pred from	any marke					Yes	No
3.	Does th	e offering	permit join	t ownersh	ip of a sing	gle unit?		.,	••••	•••••		X	
4.	Enter th	es the offering permit joint ownership of a single unit?								•			
	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state									;			
	or state:	s, list the n	ame of the l	roker or d	ealer. If me	ore than fiv	e (5) persor	as to be list	ted are asso	ciated per	sons of such	ì	
			first, if ind		- monat	1071 107 11741	- Inoker of		•				
1 (11)	,,,,,,,,,,	1.050 1101110	111,511, 11 1111										
Busi	iness or	Residence	Address (8	lumber an	d Street, C	ity, State, 2	(ip Code)						
Nam	e of As	sociated B	roker or De	aler									
State	es in WI	nich Person	t Listed Ha	s Solicited	or Intends	to Solicit	Purchasers		········			,	
	(Check	"All State:	s" or check	individua.	l States)				***************************************			□ A¹	1 States
	AL	[AK]	$\Lambda \overline{Z}$	AR	CA	CO	CT	DE	[DC]	FL	GA	HI	ID
	11.	IN		KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE.	NV	NH	[K]	NM (171)	NY	NC	ND WA	(WV)	OK)	OR WY	PA PR
	RI	(SC)	SD	TN	TX	<u>[01]</u>	VT	VA	WA	(W V)	[141]	(22.1)	(FK)
Full	Name (Last name	first. if ind	ividual)									
Busi	ness or	Residence	Address (1	Vumber an	d Street, C	ity, State, .	Zip Code)						
Nam	e of Ass	sociated Br	oker or Dc	aler									· · · · · · · · · · · · · · · · · · ·
41.	100	: (D	Listed Ha	Caliniand	as Intends	es Callair	Durahasara						
			i Listed Ha: 5" or check										1 States
	(Check												
	AL	ĀΚ	AZ	[AR]	CA	[CO]	(CT)	DE	[DC]	MI	GAI MN	MS]	MO
	IL MT	NE	IA NV	KS NII	KY NJ	I.A.	ME NY	MD NC	ND)	OH	OK.	OR	PA
	RI	SC	SD	IN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full	Name (I	Last name	tīrst, if indi	vidual)							 -		
Davis	Dace Ar	Davidance	Address (1	lumber an	d Street C	iry State 3	Zin Code)						
Dust	iicas oi	1(¢3)denee	Addiess (1	igilioci ali	u 511 001, 0	ny, ounc, i	5.p 2000,						
Nam	e of Ass	ociated Br	oker or De	nler						-			
State	s in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit 1	Purchasers						
	(Check	"All States	" or check	individual	States)	***************************************	****************	************			141*18;********	☐ All	l States
	ĀĹ	AK	AZ	ĀŘ	CA	[62]	CT	DE	DC	FL	GA	111	[ID]
	IL	IN		KS)	KY	LA	ME	MD	MA	MI	MN	MS	MO]
	MT RJ	NE SC	NV SD	HK]	TX	NM UT	NY VT	NC VA	ND WA	OH) WV	OK]	OR WY	PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount alread sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, chec this box and indicate in the columns below the amounts of the securities offered for exchange an already exchanged.	k	Amount Alicady
	Type of Security	Offering Price	Sold
	Debt	. S 0.00	s_0.00
	Equity	. s_ 0.00	S_0.00
	Convertible Securities (including warrants)		0.00 \$
	Partnership Interests	\$ 0.00	s 0.00
	Other (Specify Limited Liability Company Interests	\$ 1,600,000.00	
	Total	\$ 1,600,000.00	
	Answer also in Appendix, Column 3, if filing under ULOE.	· •	
2.		è	Aggraphty
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		s 0.00
	Non-accredited Investors		S 0.00
	Total (for filings under Rule 504 only)	. 0	\$ <u>0.00</u>
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	s e	
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$_0.00
	Regulation A	N/A	\$ 0.00
	Rule 504		s 0.00
	Total		s_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of th securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure i not known, furnish an estimate and check the box to the left of the estimate.	·.	
	Transfer Agent's Fees		
	Printing and Engraving Costs		
	Legal Fees		
	Accounting Fees		\$ 2,000.00
	Engineering Fees		S
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		s_10,500.00

_	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPEN	SSES AND USE OF PROCEEDS	
	b. Enter the difference between the aggregation total expenses furnished in response to Paproceeds to the issuer."	art C - Question 4.a. This difference i	is the "adjusted gross	\$1,589,500.00
5.	Indicate below the amount of the adjusted geach of the purposes shown. If the amoun check the box to the left of the estimate. The proceeds to the issuer set forth in response	it for any purpose is not known, furn total of the payments listed must equi	ish an estimate and	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			_ [\$ 0.00
	Purchase of real estate	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		S 1,139,500.0
	Purchase, rental or leasing and installation and equipment	of machinery	S 0.00	\$ 0.00
	Construction or leasing of plant buildings	and facilities		ss
	Acquisition of other businesses (including offering that may be used in exchange for issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify): Renovation of Apartmen	the assets or securities of another	s 0.00	S 0.00 S 0.00 S 0.00 S 450,000.00
				_ [\$
	Column Totals		-	S1,589,500.0
	Total Payments Listed (column totals adde			,589,500.00
		D. FEDERAL SIGNATU	RE	
ig	e issuer has duly caused this notice to be signed mature constitutes an undertaking by the issue information furnished by the issuer to any n	r to furnish to the U.S. Securities and	l Exchange Commission, upon writt	ule 505, the following en request of its staff,
SSI	uer (Print or Type)	Signatura	Date	
FC	L Apartment, LLC		April <u>2</u> 22008	
Vai	nie of Signer (Print or Type)	Title of Signer (Print or Typ Executive Vice President	oe)	

- ATTENTION --

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE			
1.	Is any party described in 17 CFR 230.262 prese provisions of such rule?			Yes	No K
	See Ap	ppendix, Column 5, for state re	sponse.		
2.	The undersigned issuer hereby undertakes to furt D (17 CFR 239.500) at such times as required by		funy state in which this notice is f	iled a no	tice on Form
3.	The undersigned issuer hereby undertakes to fu issuer to offerees.	inish to the state administrator	s, upon written request, informat	ion furn	ished by the
4,	The undersigned issuer represents that the issue limited Offering Exemption (ULOE) of the state of this exemption has the burden of establishing	; in which this notice is filed an	d understands that the issuer clair	itled to ming the	the Uniform availability
	uer has read this notification and knows the content athorized person.	s to be true and has duly caused t	his notice to be signed on its behal	lf by the	undersigned
Issuer ((Print or Type)	Signature	Date		
FDL A	partment, LLC		April 22008		
Name (Print or Type)	fitle (Print or Type)	<u> </u>		
Thoma	as C. Self	Executive Vice President			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX										
l	Intend to non-a investor	2 I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL		×	N/A	0	\$0.00	0	\$0.00		×		
AK		×	N/A	0	\$0.00	0	\$0.00		×		
ΛZ		×	N/A	0	\$0.00	0	\$0.00		_ x		
AR		×	N/A	0	\$0.00	0	\$0.00		×		
CA		×	N/A	0	\$0.00	0	\$0.00		×		
со		×	N/A	0	\$0.00	0	\$0.00		×		
СТ		×	N/A	0	\$0.00	0	\$0.00		×		
DE		x	N/A	0	\$0.00	0	\$0.00		×		
DC	j	×	N/A	0	\$0.00	0	\$0.00		×		
FL		×	N/A	0	\$0.00	0	\$0.00		×		
GA		×	N/A	0	\$0.00	0	\$0.00		×		
HI		×	N/A	0	\$0.00	0	\$0.00	- 4	×		
ΙĐ		×	N/A	0	\$0.00	0	\$0.00		×		
IL		×	N/A	0	\$0.00	0	\$0.00		×		
IN		×	N/A	0	\$0.00	0	\$0.00		×		
IA		×	N/A	0	\$0.00	0	\$0.00		×		
KS		×	N/A	0	\$0.00	0	\$0.00		×		
KY	*	×	N/A	0	\$0.00	0	\$0.00	[]	×		
LA		×	LLC \$1,400,000	0	\$0.00	0	\$0.00		×		
ME		Х	N/A	0	\$0.00	0	\$0.00		×		
MD		×	N/A	0	\$0.00	0	\$0.00	<u> </u>	×		
MA	1	×	N/A	0	\$0.00	0	\$0.00		×		
MI		×	N/A	0	\$0.00	0	\$0.00		×		
MN		×	N/A	0	\$0.00	0	\$0.00		×		
MS		×	N/A	0	\$0.00	0	\$0.00		×		

	APPENDIX										
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-ltem 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	}	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
МО		×	N/A	0	\$0.00	0	\$0.00		×		
МТ		×	N/A	0	\$0.00	0	\$0.00		×		
NE		×	N/A	0	\$0.00	0	\$0.00		×		
ΝV		×	N/A	0	\$0.00	0	\$0.00	<u></u>	×		
NH		×	N/A	0	\$0.00	0	\$0.00		×		
ŊJ		×	N/A	0	\$0.00	0	\$0.00		×		
NM	ئب، بيايا	x	N/A	0	\$0.00	0	\$0.00		×		
NY		×	N/A	0	\$0.00	0	\$0.00		×.		
NC		×	N/A	0	\$0.00	0	\$0.00		×		
ND		×	N/A	0	\$0.00	0	\$0.00		×		
ОН		×	N/A	0	\$0.00	0	\$0.00		<u> </u>		
ок		×	N/A	0	\$0.00	0	\$0.00		×		
OR		×	N/A	0	\$0.00	0	\$0.00		×		
РА		×	N/A	0	\$0.00	0	\$0.00		×		
RI	pr. v: 40 Addges speedup	x	N/A	0	\$0.00	0	\$0.00		×		
sc		<u>x</u>	N/A	0	\$0.00	0	\$0.00	Γ.	×		
SD		×	N/A	0	\$0.00	0	\$0.00	,	×		
TN		×	N/A	0	\$0.00	0	\$0.00		×		
TX		×	LLC \$200,000	0	\$0.00	0	\$0.00		×		
บา		×	N/A	0	\$0.00	0	\$0.00		×		
VT		×	N/A	0	\$0.00	0	\$0.00	Гi	×		
VA		×	N/A	0	\$0.00	0	\$0.00		×		
WA	1	×	N/A	0	\$0.00	0	\$0.00	., ., .,	×		
wv		×	N/A	0	\$0.00	0	\$0.00		×		
WI		×	N/A	0	\$0.00	0	\$0.00		×		

